

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-11069 (CTG)
)
) (Jointly Administered)
)
) **Re: Docket No. 392**

CERTIFICATION OF COUNSEL REGARDING ORDER (i) AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS AND (ii) GRANTING RELATED RELIEF

The undersigned hereby certifies the following:

1. On August 31, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* (the “Motion”) [Docket No. 392].

2. Pursuant to the amended notice of hearing [Docket No. 440], the deadline to object to relief on the Motion was September 14, 2023 at 4:00 p.m. Eastern Time.

3. The Debtors received informal comments to the Motion from the Office of the United States Trustee (the “UST”).

4. The Debtors circulated a proposal form of order to the UST, counsel to the Official Committee of Unsecured Creditors, the Junior DIP Lender, the B-2 Lenders, the ABL Agent, the United States Department of the Treasury, the United States Department of Justice, and the UST Tranche A Agent and UST Tranche B Agent (the “Reviewing Parties”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

5. Attached hereto as Exhibit A is a revised proposed form of order (the “Revised Proposed Order”) that has been circulated to the Reviewing Parties, which do not object to entry of the order. Attached hereto as Exhibit B is a redline of the Revised Proposed Order showing changes against the order filed with the Motion.

6. Accordingly, the Debtors respectfully request entry of the Revised Proposed Order at the Court’s earliest convenience.

Dated: September 19, 2023
Wilmington, Delaware

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)
Timothy P. Cairns (DE Bar No. 4228)
Peter J. Keane (DE Bar No. 5503)
Edward Corma (DE Bar No. 6718)
PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19801
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
tcairns@pszjlaw.com
pkeane@pszjlaw.com
ecorma@pszjlaw.com

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)
David Seligman, P.C. (admitted *pro hac vice*)
Whitney Fogelberg (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: patrick.nash@kirkland.com
david.seligman@kirkland.com
whitney.fogelberg@kirkland.com

-and-

Allyson B. Smith (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: allyson.smith@kirkland.com

Proposed Co-Counsel for the Debtors and Debtors in Possession